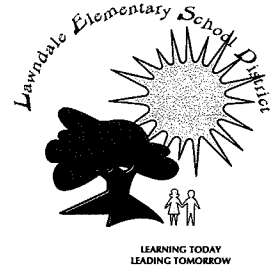


LAWNDALE ELEMENTARY SCHOOL DISTRICT

4161 West 147th Street • Lawndale, CA 90260 • (310) 973-1300 FAX (310) 675-6462



ADOPTED

BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

August 2, 2010

42

August 17, 2010

Los Angeles County Counsel
500 W. Temple Street, Suite 652
Los Angeles, CA 90012

Sachi A. Hamai
SACHI A. HAMAI
EXECUTIVE OFFICER

Attention: Cammy DuPont, Esq.

Re: Lawndale Elementary School District, 2010 General Obligation Refunding Bonds, Request to the Los Angeles County Board of Supervisors to Levy Taxes and to Direct the Auditor-Controller to Place Taxes on Tax Roll.

Dear Ms. DuPont:

On July 27, 2010, the Board of Education of the Lawndale Elementary School District (the "District") adopted a resolution (the "District Resolution") authorizing the issuance and sale of its 20120 General Obligation Refunding Bonds (the "Bonds") in an aggregate principal amount not to exceed \$15,000,000, pursuant to Section 53550 *et seq.* of the Government Code, for the purpose of refunding all or a portion of the following outstanding general obligation bonds of the District: (i) 1998 Election, Series A, and (ii) 1998 Election, Series B. A copy of the District Resolution is enclosed herein.

The District hereby formally requests, in accordance with Education Code Section 15250, that the Los Angeles County Board of Supervisors (the "County Board") adopt a resolution (the "County Resolution") to levy the appropriate taxes, to direct the County Auditor-Controller to place these taxes on the tax roll every year according to a debt service schedule to be supplied by the District following the sale of the Bonds, and to direct the County Treasurer and Tax Collector to serve as the Paying Agent for the Bonds. A form of the County Resolution is being sent to your attention under separate cover by our bond counsel. Once you've completed your review, please forward it to the Executive Office of the County Board for inclusion on the agenda of the earliest practicable meeting thereof.

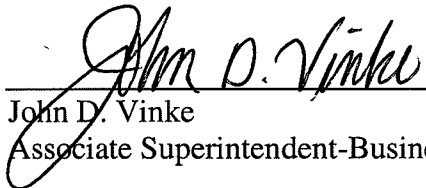
After the Board has taken action on this letter, the District also respectfully requests that the Executive Officer-Clerk of the County Board furnish two (2) certified copies of the adopted resolution to our bond counsel, Kutak Rock LLP, at 1801 California Street, Suite 3100, Denver, Colorado 80202, Attn: Scott Beck, and send one (1) copy of the adopted resolution to each of the following:

- (a) Los Angeles County Treasurer and Tax Collector
Attention: Sergio Marquez
500 W. Temple Street, Suite 437
Los Angeles, CA 90012
- (b) Los Angeles County Auditor-Controller
Attention: Steve Smith
500 W. Temple Street, Suite 603
Los Angeles, CA 90012

Sincerely,

LAWNDALE UNION SCHOOL DISTRICT

By


John D. Vinke
Associate Superintendent-Business

cc: Scott Beck, Esq.

Enclosures

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES, CALIFORNIA AUTHORIZING THE LEVY OF TAXES FOR GENERAL OBLIGATION REFUNDING BONDS OF THE LAWNDALE ELEMENTARY SCHOOL DISTRICT, DESIGNATING THE PAYING AGENT THEREFOR AND DIRECTING THE COUNTY AUDITOR-CONTROLLER TO MAINTAIN TAXES ON THE TAX ROLL

WHEREAS, a duly called election was held in the Lawndale Elementary School District (the "District"), County of Los Angeles (the "County"), State of California on November 3, 1998 (the "Election") and thereafter canvassed pursuant to law;

WHEREAS, at the Election there was submitted to and approved by the requisite two-thirds vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum principal amount of \$26,000,000, payable from the levy of an *ad valorem* tax against the taxable property in the District (the "Authorization");

WHEREAS, the Board of Education of the District (the "District Board") previously issued under the Authorization \$10,000,000 original principal amount of Lawndale Elementary School District (Los Angeles County, California) General Obligation Bonds, 1998 Election, Series A (the "Series A Bonds");

WHEREAS, the District Board previously issued under the Authorization \$13,000,000 original principal amount of Lawndale Elementary School District (Los Angeles County, California) General Obligation Bonds, 1998 Election, Series B (the "Series B Bonds" and together with the Series A Bonds, the "Prior Bonds");

WHEREAS, the District Board determined in a resolution adopted on July 27, 2010 (the "District Resolution") to authorize the issuance and sale of one or more series of general obligation refunding bonds (the "Bonds") in the aggregate principal amount of not to exceed \$15,000,000 to refund all or a portion of the Prior Bonds pursuant to Section 53550 of the California Government Code;

WHEREAS, the Board of Supervisors of the County (the "County Board") has been formally requested by the District to levy taxes in an amount sufficient to pay the principal of and interest on the Bonds when due, and to direct the Auditor-Controller of the County to maintain on its tax roll, and all subsequent tax rolls, taxes sufficient to fulfill the requirements of the debt service schedule for the Bonds, commencing on August 1, 2010 that will be provided to the Auditor-Controller by the District following the sale of the Bonds; and

WHEREAS, the District has requested that the County of Los Angeles Treasurer and Tax Collector (the "Treasurer") be appointed by the County Board to act as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the "Paying Agent") for the Bonds pursuant to the District Resolution.

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

SECTION 1. Levy of Taxes. That this Board levy taxes in an amount sufficient to pay the principal of and interest on the Bonds.

SECTION 2. Preparation of Tax Roll. That the Auditor-Controller of the County of Los Angeles is hereby directed to maintain on its tax roll, and all subsequent tax rolls, taxes in an amount sufficient to fulfill the requirements of the debt service schedule for the Bonds, commencing on August 1, 2010, which will be provided to the Auditor-Controller by the District following the sale of the Bonds.

SECTION 3. Paying Agent. That the Treasurer, or the Treasurer's third-party designee, act as Paying Agent for the Bonds. The Treasurer is authorized to contract with a third party to perform the services of Paying Agent.

SECTION 4. Effective Date. That this Resolution shall take effect immediately upon its passage.

The foregoing resolution was adopted on the 17 day of August, 2010, by the Board of Supervisors of the County of Los Angeles and ex officio the governing body of all other special assessment and taxing districts, agencies and authorities for which said Board so acts.

SACHI A. HAMAI, Executive Officer-Clerk of
the Board of Supervisors of the County of Los
Angeles

By Sachelle Smitherman
Deputy

APPROVED AS TO FORM:
ANDREA SHERIDAN ORDIN
COUNTY COUNSEL

By Samuel D. Paul
Principal Deputy County Counsel



RESOLUTION NO. 12, 2010-2011

A RESOLUTION OF THE BOARD OF EDUCATION OF THE LAWNGDALE ELEMENTARY SCHOOL DISTRICT AUTHORIZING THE ISSUANCE AND SALE OF LAWNGDALE ELEMENTARY SCHOOL DISTRICT (COUNTY OF LOS ANGELES, CALIFORNIA) 2010 GENERAL OBLIGATION REFUNDING BONDS TO CURRENT REFUND ALL OR A PORTION OF SAID DISTRICT'S GENERAL OBLIGATION BONDS, 1998 ELECTION, SERIES A AND GENERAL OBLIGATION BONDS, 1998 ELECTION, SERIES B, AND CERTAIN OTHER ACTIONS

RECITALS:

WHEREAS, a duly called special bond election was held in the Lawndale Elementary School District, County of Los Angeles, State of California (hereinafter referred to as the "District"), on November 3, 1998 and thereafter canvassed pursuant to law;

WHEREAS, at such election there was submitted to and approved by the requisite two-thirds vote of the qualified electors of the District a measure as to the issuance and sale of general obligation bonds of the District for various purposes as set forth in the ballot submitted to the voters, in the maximum principal amount of \$26,000,000 payable from the levy of an *ad valorem* tax against the taxable property in the District;

WHEREAS, the District has previously issued an aggregate principal amount of \$10,000,000 of Lawndale Elementary School District (County of Los Angeles, California) General Obligations Bonds, 1998 Election, Series A (the "Series A Bonds");

WHEREAS, the District has previously issued an aggregate principal amount of \$13,000,000 of Lawndale Elementary School District (County of Los Angeles, California) General Obligations Bonds, 1998 Election, Series B (the "Series B Bonds" and together with the Series A Bonds, the "Prior Bonds");

WHEREAS, pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Act") and other applicable law, and pursuant to the resolutions providing for the issuance of the Prior Bonds, the District is authorized to issue refunding bonds to refund all or a portion of the District's outstanding Prior Bonds (the Prior Bonds to be refunded referred to herein as the "Refunded Bonds"), and to sell its refunding bonds on a negotiated sale basis;

WHEREAS, at this time, this Board of Education of the Lawndale Elementary School District (the "Board") has determined that it is necessary and desirable to issue Lawndale Elementary School District, County of Los Angeles, California, 2010 General Obligation Refunding Bonds (the "Refunding Bonds") in an aggregate principal amount not to exceed \$15,000,000, in order to refund the Refunded Bonds and to pay costs related thereto;

WHEREAS, the District proposes to execute and deliver an Escrow Agreement by and between the District and U.S. Bank National Association, as escrow agent (the "Escrow Agent")

directing the creation of one or more escrow funds for deposit of proceeds of sale of the Refunding Bonds for the purpose of paying and redeeming the Refunded Bonds;

WHEREAS, there have been submitted and are on file with the Clerk of this Board proposed forms of a Contract of Purchase, an Escrow Agreement, and a Continuing Disclosure Certificate, all with respect to the Refunding Bonds proposed to be issued and sold, and the Superintendent of the District (the "Superintendent") has examined and approved each document and has recommended that this Board direct the completion, where appropriate, and the execution of such documents and the consummation of such financing;

WHEREAS, this Board desires that the Treasurer and Tax Collector of the County of Los Angeles (the "Treasurer and Tax Collector") should collect a tax on all taxable property within the District sufficient to provide for payment of the Refunding Bonds, and intends by the adoption of this Resolution to notify the Board of Supervisors, the Controller, the Treasurer and Tax Collector, and other officials of the County of Los Angeles, that they should take such actions as shall be necessary to provide for the levy and collection of such a tax and payment of the Refunding Bonds and such portion, if any, of the Prior Bonds, if any, as shall remain outstanding following the issuance of the Refunding Bonds;

WHEREAS, it will be necessary for the Board to employ bond counsel and financial advisor services and to incur costs and expenses in preparing the proceedings for the issuance and sale of the Refunding Bonds;

WHEREAS, all acts, conditions and things required by law to be done or performed have been done and performed in strict conformity with the laws authorizing the issuance of general obligation refunding bonds of the District, and the indebtedness of the District, including this proposed issue of bonds, is within fall limits prescribed by law;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE LAWDALE ELEMENTARY SCHOOL DISTRICT, COUNTY OF LOS ANGELES, CALIFORNIA, AS FOLLOWS:

Section 1. Purpose of the Refunding Bonds. The Board authorizes the issuance of the Refunding Bonds, which shall be issued for the purpose of providing funds to pay and redeem the Refunded Bonds, and to pay all necessary legal, financial, and contingent costs incurred in connection with the issuance, sale and delivery of the Refunding Bonds. The Refunding Bonds shall be issued by the District under and subject to the terms of this Resolution and the Act, and shall be designated as the "Lawndale Elementary School District (County of Los Angeles, California) 2010 General Obligation Refunding Bonds," and shall be in the aggregate principal amount of not to exceed \$15,000,000. Additional costs authorized to be paid from the proceeds of the Refunding Bonds are all of the authorized costs of issuance set forth in Section 53550(e) and (f) and Section 53587 of the Government Code. The Refunded Bonds to be refunded by the proceeds of the Refunding Bonds shall only consist of that portion of the Prior Bonds which will generate a net present value savings for the District of at least 3.50%.

Section 2. Paying Agent. The Board does hereby appoint the Treasurer and Tax Collector to act as the authenticating agent, bond registrar, transfer agent and paying agent

(collectively, the "Paying Agent") for the Refunding Bonds. The District acknowledges that ongoing expenses and fees of the Paying Agent and all other fees and costs incurred in connection with the Refunding Bonds will be paid by the District.

Section 3. Terms and Conditions of Sale. The Refunding Bonds shall be sold pursuant to a negotiated sale upon the direction of the Superintendent or the Associate Superintendent-Business of the District (the "Associate Superintendent"). The Refunding Bonds shall be sold pursuant to the terms and conditions set forth in the Purchase Contract, as described below.

Section 4. Approval of Purchase Contract. The form of Contract of Purchase (the "Purchase Contract") by and between Stone & Youngberg LLC (the "Underwriter") and the District, for the purchase and sale of the Refunding Bonds, substantially in the form on file with the Clerk of the Board, is hereby approved and the Superintendent, Associate Superintendent, or a designated deputy of either thereof (each an "Authorized District Representative") is hereby individually authorized and requested to execute and deliver such Purchase Contract, but with such changes therein, deletions therefrom and modifications thereto as the Authorized District Representative executing such Purchase Contract may approve, such approval to be conclusively evidenced by his or her execution and delivery thereof; provided, however, that the average interest rate on the Refunding Bonds shall not exceed 5.00% per annum and the Underwriter's discount, excluding original issue discount, thereon shall not exceed 0.50% of the aggregate of principal amount of the Refunding Bonds issued. The Authorized District Representative executing the Purchase Contract is further authorized to determine the principal amount of the Refunding Bonds to be specified in the Purchase Contract for sale up to \$15,000,000 in the aggregate and to enter into and execute the Purchase Contract with the Underwriter, if the conditions set forth in this Resolution are satisfied.

Section 5. Certain Definitions. As used in this Resolution, the terms set forth below shall have the meanings ascribed to them.

"*Act*" means Section 53550 et seq. of the California Government Code.

"*Bond Insurer*" means any insurance company which issues a municipal bond insurance policy insuring the payment of principal of and interest on the Refunding Bonds.

"*Bond Payment Date*" means February 1 and August 1 of each year, commencing February 1, 2011 with respect to the interest on the Refunding Bonds, and August 1 of each year, commencing with August 1, 2011 with respect to the principal payments on the Refunding Bonds, or such other dates as may be set forth in the Purchase Contract, as the case may be.

"*Costs of Issuance Fund*" means the fund by that name established and maintained by the Paying Agent or a designee of the Paying Agent.

"*Depository*" means the entity acting as securities depository for the Refunding Bonds pursuant to Section 6(c) hereof.

"*DTC*" means The Depository Trust Company, New York, New York, 55 Water Street, New York, New York 10041, Tel: (212) 855-1000 or Fax: (212) 855-7320, a limited purpose

trust company organized under the laws of the State of New York, in its capacity as Depository for the Refunding Bonds.

“Escrow Agent” means U.S. Bank National Association.

“Escrow Agreement” means the Escrow Agreement governing the deposit of funds to refund the Refunded Bonds, by and between the District and the Escrow Agent.

“Investment Securities” should have the meaning set forth in the Escrow Agreement.

“Paying Agent” means the Treasurer and Tax Collector of the County.

“Record Date” means the close of business on the fifteenth day of the month preceding each Bond Payment Date.

“Term Bonds” means those Refunding Bonds for which mandatory redemption dates have been established in the Purchase Contract.

Section 6. Terms of the Refunding Bonds.

(a) ***Denominations, Interest, Dated Dates.*** The Refunding Bonds shall be issued as bonds registered as to both principal and interest, in the denominations of \$5,000 or any integral multiple thereof. The Refunding Bonds will be initially registered to “Cede & Co.,” the nominee of DTC.

The Refunding Bonds shall be dated the date of their delivery or such other date as shall appear in the Purchase Contract (the “Date of Delivery”) and shall bear interest at the rates set forth in the Purchase Contract from the Bond Payment Date next preceding the date of authentication thereof unless it is authenticated as of a day during the period from the fifteenth day of the month next preceding any Bond Payment Date to that Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before January 15, 2011, or such other date as set forth in the Purchase Contract, in which event it shall bear interest from the Date of Delivery.

The Refunding Bonds shall bear interest at a rate or rates such that the average interest rates shall not exceed 5.00% and the maximum interest rate shall not exceed 6.00% per annum. Interest shall be payable on the respective Bond Payment Dates. Interest on the Refunding Bonds shall be calculated on the basis of a 360-day year consisting of twelve 30-day months.

No Refunding Bonds attributable to the refunding of the Refunded Bonds shall mature later than August 1, 2032.

(b) *Redemption.*

(i) ***Redemption Generally.*** The aggregate principal amount of the Refunding Bonds, the date thereof, the maturity dates, principal amounts and

annual rates of interest of each maturity thereof, the initial and semiannual interest payment dates thereof, and the terms of optional and, with respect to Term Bonds, if any, mandatory sinking fund redemption thereof shall be as specified in the Purchase Contract.

(ii) *Selection of Refunding Bonds for Redemption.* Whenever provision is made in this Resolution for the redemption of Refunding Bonds and less than all Outstanding Refunding Bonds are to be redeemed, the Paying Agent, upon written instruction from the District, shall select Refunding Bonds for redemption as directed by the District and if not directed, in inverse order of maturity. Within a maturity, the Paying Agent shall select Refunding Bonds for redemption by lot. Redemption by lot shall be in such manner as the Paying Agent shall determine; provided, however, that the portion of any Refunding Bond to be redeemed in part shall be in the principal amount of \$5,000 or any integral multiple thereof.

(iii) *Notice of Redemption.* When redemption is authorized or required pursuant to Section 6(b)(i) or (ii) hereof, the Paying Agent, upon written instruction from the District, shall give notice (a "Redemption Notice") of the redemption of the Refunding Bonds. Such Redemption Notice shall specify: (1) the Refunding Bonds or designated portions thereof (in the case of redemption of the Refunding Bonds in part but not in whole) which are to be redeemed; (2) the date of redemption; (3) the place or places where the redemption will be made, including the name and address of the Paying Agent; (4) the redemption price; (5) the CUSIP numbers, if any, assigned to the Refunding Bonds to be redeemed; (6) the Bond numbers of the Refunding Bonds to be redeemed in whole or in part and, in the case of any Refunding Bond to be redeemed in part only, the principal amount of such Refunding Bond to be redeemed; and (7) the original issue date, interest rate and stated maturity date of each Refunding Bond to be redeemed in whole or in part. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Refunding Bond or portion thereof being redeemed at the redemption price thereof, together with the interest accrued to the redemption date thereon, and that from and after such date, interest with respect thereto shall cease to accrue.

The Paying Agent shall take the following actions with respect to such Redemption Notice:

(A) at least 30 but not more than 45 days prior to the redemption date, such Redemption Notice shall be given to the respective Owners of Refunding Bonds designated for redemption by registered or certified mail, postage prepaid, at their addresses' appearing on the Bond Register; and

(B) at least 30 but not more than 45 days prior to the redemption date, such Redemption Notice shall be given by (x) registered or certified mail, postage prepaid; (y) telephonically confirmed facsimile

transmission; or (z) overnight delivery service, to the Depository and to the Municipal Securities Rulemaking Board.

Neither failure to receive any Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Refunding Bonds. Each check issued or other transfer of funds made by the Paying Agent for the purpose of redeeming Refunding Bonds shall bear or include the CUSIP number identifying, by issue and maturity, the Refunding Bonds being redeemed with the proceeds of such check or other transfer.

(iv) *Partial Redemption of Refunding Bonds.* Upon the surrender of any Refunding Bond redeemed in part only, the Paying Agent shall execute and deliver to the Owner thereof a new Refunding Bond or Refunding Bonds of like tenor and maturity and of authorized denominations equal in transfer amounts to the unredeemed portion of the Refunding Bond surrendered. Such partial redemption shall be valid upon payment of the amount required to be paid to such Owner, and the District shall be released and discharged thereupon from all liability to the extent of such payment.

(v) *Effect of Notice of Redemption.* Notice having been given as aforesaid, and the moneys for the redemption (including the interest to the applicable date of redemption) having been set aside in the District's Debt Service Fund, the Refunding Bonds to be redeemed shall become due and payable on such date of redemption.

If on such redemption date, money for the redemption of all the Refunding Bonds to be redeemed as provided in Section 6(b)(i) hereof, together with interest to such redemption date, shall be held by the Paying Agent so as to be available therefor on such redemption date, and if notice of redemption thereof shall have been given as aforesaid, then from and after such redemption date, interest with respect to the Refunding Bonds to be redeemed shall cease to accrue and become payable. All money held by or on behalf of the Paying Agent for the redemption of Refunding Bonds shall be held in trust for the account of the Owners of the Refunding Bonds so to be redeemed.

All Refunding Bonds paid at maturity or redeemed prior to maturity pursuant to the provisions of this Section 6 shall be cancelled upon surrender thereof and be delivered to or upon the order of the District. All or any portion of a Refunding Bond purchased by the District shall be cancelled by the Paying Agent.

(vi) *Refunding Bonds No Longer Outstanding.* When any Refunding Bonds (or portions thereof), which have been duly called for redemption prior to maturity under the provisions of this Resolution, or with respect to which irrevocable instructions to call for redemption prior to maturity at the earliest redemption date have been given to the Paying Agent, in form satisfactory to it,

and sufficient moneys shall be held by the Paying Agent irrevocably in trust for the payment of the redemption price of such Refunding Bonds or portions thereof, and accrued interest with respect thereto to the date fixed for redemption, all as provided in this Resolution, then such Refunding Bonds shall no longer be deemed Outstanding and shall be surrendered to the Paying Agent for cancellation.

(c) ***Book-Entry System.***

(i) Definitions. As used in this section, the terms set forth below shall have the meanings ascribed thereto.

“*Nominee*” means the nominee of the Depository, which may be the Depository, as determined from time to time pursuant to Section 6(c) hereof.

“*Participants*” means those broker-dealers, banks and other financial institutions from time to time for which the Depository holds book-entry certificates.

(ii) Election of Book Entry System. The Refunding Bonds shall initially be delivered in the form of a separate single fully registered bond (which may be typewritten) for each maturity date of such Refunding Bonds in an authorized denomination. The ownership of each such Bond shall be registered in the Bond Register maintained by the Paying Agent in the name of the Nominee, as nominee of the Depository and ownership of the Refunding Bonds, or any portion thereof may not thereafter be transferred except as provided in Section 6(c)(ii)(D).

The District and the Paying Agent shall have no responsibility or obligation to any Participant or to any person on behalf of which such a Participant holds an interest in such the Refunding Bonds. Without limiting the immediately preceding sentence, the District and the Paying Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of the Depository, the Nominee, or any Participant with respect to any ownership interest in the Refunding Bonds, (ii) the delivery to any Participant or any other person, other than an Owner as shown in the Bond Register, of any notice with respect to the Refunding Bonds, including any notice of redemption, (iii) the selection by the Depository and its Participants of the beneficial interests in the Refunding Bonds to be prepaid in the event the District redeems the Refunding Bonds in part, or (iv) the payment by the Depository or any Participant or any other person, of any amount with respect to principal, premium, if any, or interest on the Refunding Bonds. The District and the Paying Agent may treat and consider the person in whose name each the Refunding Bond is registered in the Bond Register as the absolute owner (the “Registered Owner” or “Owner”) of such the Refunding Bond for the purpose of payment of principal of and premium and interest on and to such Refunding Bond, for the purpose of giving notices of

redemption and other matters with respect to such Refunding Bond, for the purpose of registering transfers with respect to such Refunding Bond, and for all other purposes whatsoever. The Paying Agent shall pay all principal of and premium, if any, and interest on the Refunding Bonds only to or upon the order of the respective Owner, as shown in the Bond Register, or his respective attorney duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to payment of principal of, and premium, if any, and interest on the Refunding Bonds to the extent of the sum or sums so paid. No person other than an Owner, as shown in the Bond Register, shall receive a certificate evidencing the obligation to make payments of principal of, and premium, if any, and interest on the Refunding Bonds. Upon delivery by the Depository to the Owner and the Paying Agent, of written notice to the effect that the Depository has determined to substitute a new nominee in place of the Nominee, and subject to the provisions herein with respect to the Record Date, the word "Nominee" in this Resolution shall refer to such nominee of the Depository.

(A) Delivery of Letter of Representations. In order to qualify the Refunding Bonds for the Depository's book entry system, the District and the Paying Agent shall execute and deliver to the Depository a Letter of Representations. The execution and delivery of a Letter of Representations shall not in any way impose upon the District or the Paying Agent any obligation whatsoever with respect to persons having interests in the Refunding Bonds other than the Owners, as shown on the Bond Register. By executing a Letter of Representations, the Paying Agent shall agree to take all action necessary at all times so that the District will be in compliance with all representations of the District in such Letter of Representations. In addition to the execution and delivery of a Letter of Representations, the District and the Paying Agent shall take such other actions, not inconsistent with this Resolution, as are reasonably necessary to qualify the Refunding Bonds for the Depository's book entry program.

(B) Selection of Depository. In the event (i) the Depository determines not to continue to act as securities depository for the Refunding Bonds, or (ii) the District determines that continuation of the book entry system is not in the best interest of the beneficial owners of the Refunding Bonds or the District, then the District will discontinue the book entry system with the Depository. If the District determines to replace the Depository with another qualified securities depository, the District shall prepare or direct the preparation of a new single, separate, fully registered bond for each maturity date of such the Refunding Bond, registered in the name of such successor or substitute qualified securities depository or its Nominee as provided in subsection (v) hereof. If the District fails to identify another qualified securities depository to replace the Depository, then the Refunding Bonds shall no longer be restricted to being registered in such Bond Register in the name of the Nominee, but

shall be registered in whatever name or names the Owners transferring or exchanging such Refunding Bonds shall designate, in accordance with the provisions of this Section 6(c).

(C) Payments to Depository. Notwithstanding any other provision of this Resolution to the contrary, so long as all outstanding Refunding Bonds are held in book entry and registered in the name of the Nominee, all payments by the District or the Bond Register with respect to principal of and premium, if any, or interest on the Refunding Bonds and all notices with respect to such Refunding Bonds shall be made and given, respectively to the Nominee, as provided in the Letter of Representations or as otherwise instructed by the Depository and agreed to by the Paying Agent notwithstanding any inconsistent provisions herein.

(D) Transfer of Refunding Bonds to Substitute Depository. (I) The Refunding Bonds shall be initially issued and registered as provided in Section 8 hereof. Registered ownership of the Refunding Bonds, or any portion thereof, may not thereafter be transferred except:

(1) To any successor of DTC, or its Nominee, or to any substitute depository designated pursuant to Section 6(c)(ii)(D)(I)(2) (a “substitute depository”); provided, that any successor of DTC or substitute depository, shall be qualified under any applicable laws to provide the services proposed to be provided by it;

(2) To any substitute depository, upon (1) the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository, or (2) a determination by the District to substitute another depository for DTC (or its successor) because DTC or its successor (or any substitute depository or its successor) is no longer able to carry out its functions as depository; provided, that any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it; or

(3) To any person as provided below, upon (1) the resignation of DTC or its successor (or substitute depository or its successor) from its functions as depository, or (2) a determination by the District to remove DTC or its successor (or any substitute depository or its successor) from its functions as depository.

(II) In the case of any transfer pursuant to clause (1) or clause (2) of subsection (I) hereof, upon receipt of the outstanding Refunding Bonds by the Paying Agent, together with a request of

the District to the Paying Agent designating the Substitute Depository, a new Refunding Bond for each maturity shall be executed and delivered pursuant to the procedures described in Section 8 in the aggregate principal amount of the Refunding Bonds then outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such request of the District. In the case of any transfer pursuant to clause (3) of subsection (D)(I) hereof, upon receipt of the outstanding Refunding Bonds by the Paying Agent together with a request of the District to the Paying Agent, new Refunding Bonds shall be executed and delivered in such denominations numbered in the manner determined by the Paying Agent and registered in the names of such persons as are requested in such request of the District, subject to the limitations herein and the receipt of such a Request of the District, and thereafter, the Refunding Bonds shall be transferred pursuant to the provisions set forth in Section 8 hereof; provided, that the Paying Agent shall not be required to deliver such new Refunding Bonds within a period of fewer than 60 days from the date of receipt of such request from the District.

(III) In the case of a partial redemption of any Refunding Bonds evidencing a portion of the principal maturing in a particular year, DTC or its successor (or any Substitute Depository or its successor) shall make an appropriate notation on such Refunding Bonds indicating the date and amounts of such reduction in principal, in form acceptable to the Paying Agent, all in accordance with the Letter of Representations. The Paying Agent shall not be liable for such Depository's failure to make such notations or errors in making such notations.

(IV) The District and the Paying Agent shall be entitled to treat the person in whose name any Refunding Bond is registered as the Owner thereof for all purposes of this Resolution and any applicable laws, notwithstanding any notice to the contrary received by the Paying Agent or the District, and the District and the Paying Agent shall have no responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any beneficial owners of the Refunding Bonds. Neither the District nor the Paying Agent shall have any responsibility or obligation, legal or otherwise, to the beneficial owners or to any other party including DTC or its successor (or substitute depository or its successor), except to the Owner of any Refunding Bonds, and the Paying Agent may rely conclusively on its records as to the identity of the Owners of the Refunding Bonds.

Section 7. Execution of Refunding Bonds. The Refunding Bonds shall be signed by the President of the Board of the District, or a designee thereof, and the Clerk or Secretary of such Board, or a designee thereof, by their manual or facsimile signatures each in their official capacities. No Refunding Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until the certificate of authentication printed on the Refunding Bond is signed by the Paying Agent as authenticating agent. Authentication by the Paying Agent shall be conclusive evidence that the Refunding Bond so authenticated has been duly issued, signed and delivered under this Resolution and is entitled to the security and benefit of this Resolution.

Section 8. Paying Agent; Transfer and Exchange. Pursuant to Section 2 hereof, the Board has appointed the Treasurer and Tax Collector to act as the Paying Agent for the Refunding Bonds.

So long as any of the Refunding Bonds remain outstanding, the District will cause the Paying Agent to maintain and keep at its designated office all books and records necessary for the registration, exchange and transfer of the Refunding Bonds as provided in this Section. Subject to the provisions of Section 9 below, the person in whose name a Refunding Bond is registered on the Bond Register shall be regarded as the absolute Owner of that Refunding Bond for all purposes of this Resolution. Payment of or on account of the principal of and premium, if any, and interest on any Refunding Bond shall be made only at or upon the order of that person; neither the District nor the Paying Agent shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the District's liability upon the Refunding Bonds, including interest, to the extent of the amount or amounts so paid.

Any Refunding Bond may be exchanged for Refunding Bonds of like tenor, maturity and transfer amount upon presentation and surrender at the principal office of the Paying Agent, together with a request for exchange signed by the Owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. A Refunding Bond may be transferred on the Bond Register only upon presentation and surrender of the Refunding Bond at the designated office of the Paying Agent together with an assignment executed by the Owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. Upon exchange or transfer, the Paying Agent shall complete, authenticate and deliver a new Refunding Bond or Refunding Bonds of like tenor and of any authorized denomination or denominations requested by the Owner equal to the transfer amount of the Refunding Bond surrendered and bearing or accruing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the District are required in connection with an exchange or transfer, the Paying Agent shall undertake the exchange or transfer of Refunding Bonds only after the new Refunding Bonds are signed by the authorized officers of the District. In all cases of exchanged or transferred Refunding Bonds, the District shall sign and the Paying Agent shall authenticate and deliver Refunding Bonds in accordance with the provisions of this Resolution. All fees and costs of transfer shall be paid by the requesting party. Those charges may be required to be paid before the procedure is begun for the exchange or transfer. All Refunding Bonds issued upon any exchange or transfer shall be valid obligations of the District, evidencing

the same debt, and entitled to the same security and benefit under this Resolution as the Refunding Bonds surrendered upon that exchange or transfer.

Any Refunding Bond surrendered to the Paying Agent for payment, retirement, exchange, replacement or transfer shall be cancelled by the Paying Agent. The District may at any time deliver to the Paying Agent for cancellation any previously authenticated and delivered Refunding Bonds that the District may have acquired in any manner whatsoever, and those Refunding Bonds shall be promptly cancelled by the Paying Agent. Written reports of the surrender and cancellation of Refunding Bonds shall be made to the District by the Paying Agent at least twice each calendar year. The cancelled Refunding Bonds shall be retained for a period of time and then returned to the District or destroyed by the Paying Agent as directed by the District.

Neither the District nor the Paying Agent will be required (a) to issue or transfer any Refunding Bonds during a period beginning with the opening of business on the fifteenth business day next preceding either any Bond Payment Date or any date of selection of Refunding Bonds to be redeemed and ending with the close of business on the Bond Payment Date or any day on which the applicable notice of redemption is given, or (b) to transfer any Refunding Bonds which have been selected or called for redemption in whole or in part.

Section 9. Payment in Event Book-Entry Discontinued. Payment of interest on any Refunding Bond on any Bond Payment Date shall be made to the person appearing on the registration books of the Paying Agent as the Owner thereof as of the Record Date immediately preceding such Bond Payment Date, such interest to be paid by check mailed to such Owner on the Bond Payment Date at his address as it may have filed with the Paying Agent for that purpose on or before the Record Date. The Owner in an aggregate principal amount of \$1,000,000 or more may request in writing to the Paying Agent that such Owner be paid interest by wire transfer to the bank and account number on file with the Paying Agent as of the Record Date. The principal, interest and redemption premiums, if any, payable on the Refunding Bonds shall be payable upon maturity or redemption upon surrender at the designated office of the Paying Agent. The interest, principal and redemption premiums, if any, on the Refunding Bonds shall be payable in lawful money of the United States of America. The Paying Agent is hereby authorized to pay the Refunding Bonds when duly presented for payment at maturity, and to cancel all Refunding Bonds upon payment thereof. The Refunding Bonds are general obligations of the District, payable without limit as to rate or amount from the levy of *ad valorem* property taxes upon all property subject to taxation within the District.

Section 10. Form and Registration of Refunding Bonds. The Refunding Bonds shall be in substantially the form attached hereto as Exhibit A, with necessary or appropriate variations, omissions and insertions as permitted or required by this Resolution (provided that if a portion of the text of any Refunding Bond is printed on the reverse of the bond, the following legend shall be printed on the bond: "THE PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE HEREOF AND SUCH CONTINUED PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH AT THIS PLACE.").

The Refunding Bonds when issued shall be registered in the name of "Cede & Co.," as nominee of DTC, New York, New York, and shall be initially issued as one bond for each of the maturities of the Refunding Bonds, in the principal amounts set forth in the Purchase Contract. DTC is hereby appointed depository for the Refunding Bonds and registered ownership of the Refunding Bonds may not thereafter be transferred except as provided in Section 6(c) hereof.

Section 11. Delivery of Refunding Bonds. The proper officials of the District shall cause the Refunding Bonds to be prepared and, following their sale, shall have the Refunding Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Refunding Bonds, to the original purchaser upon payment of the purchase price therefor.

Section 12. Deposit of Proceeds of Refunding Bonds; Escrow Agreement. U.S. Bank National Association is hereby appointed to act as the escrow agent (the "Escrow Agent") for the Refunded Bonds. The form of the Escrow Agreement by and between the Escrow Agent and the District, substantially in the form on file with the Clerk of the Board, is hereby approved and each of the Authorized District Representatives is hereby authorized and requested to execute and deliver such Escrow Agreement, but with such changes therein, deletions therefrom and modifications thereto as such Authorized District Representative may approve, such approval to be conclusively evidenced by his or her execution and delivery thereof.

Proceeds of the sale of the Refunding Bonds necessary to pay all costs of issuing such Refunding Bonds shall be deposited in the fund of the District established and maintained by the Paying Agent or a designee thereof known as the "Lawndale Elementary School District 2010 General Obligation Refunding Bond Cost of Issuance Fund" and shall be kept separate and distinct from all other District funds, and those proceeds shall be used solely for the purpose of paying costs of issuance of the Refunding Bonds. The remaining net proceeds from the sale of the Refunding Bonds shall be transferred to the Escrow Agent for deposit in the appropriate Escrow Funds established under the Escrow Agreement, which amount is necessary to either remain uninvested or to purchase the Investment Securities needed to refund the Refunded Bonds, all as set forth in a certificate of a District official.

The accrued interest, if any, received by the District from the sale of the Refunding Bonds shall be kept separate and apart in the fund hereby created and established for the Refunding Bonds and to be designated as the "Lawndale Elementary School District 2010 General Obligation Refunding Bond Debt Service Fund" (the "Debt Service Fund") for the Refunding Bonds and used only for payments of principal and interest on the Refunding Bonds. The District hereby directs the Treasurer and Tax Collector to establish, hold and maintain the Debt Service Fund, which will be maintained by the Treasurer and Tax Collector as a separate account, distinct from all other funds of the County and the District. All taxes levied by the County at the request of the District for the payment of the principal of and interest on the Refunding Bonds will be deposited in the Debt Service Fund by the County promptly upon apportionment of said levy. The District hereby irrevocably pledges the Debt Service Fund for the payment of the principal of and interest on the Refunding Bonds when and as the same become due. Any excess proceeds of the Refunding Bonds not needed for the authorized purposes set forth herein for which the Refunding Bonds are being issued shall be transferred to Debt Service Fund and applied to the payment of principal and interest on the Refunding Bonds.

If, after payment in full of the Refunding Bonds, there remain excess proceeds, any such excess amounts shall be transferred to the general fund of the District.

The moneys in the Debt Service Fund, to the extent necessary to pay the principal of and interest on the Refunding Bonds as the same become due and payable, shall be transferred by the Treasurer and Tax Collector to DTC to pay the principal of and interest on the Refunding Bonds. DTC will thereupon make payments of principal and interest on the Refunding Bonds to the DTC Participants who will thereupon make payments of principal and interest to the beneficial owners of the Refunding Bonds.

Subject to federal tax restrictions, moneys in the Debt Service Fund shall be invested in any lawful investment permitted by Sections 16429.1 and 53601 of the Government Code of the State of California (the "Government Code") or in shares in a California common law trust established pursuant to Title 1, Division 7, Chapter 5 of the Government Code which invests exclusively in investments permitted by Section 53635 of the Government Code, in LAIF, in the County Investment Pool or in a guaranteed investment contract with a financial institution or insurance company which has at the date of execution thereof one or more outstanding issues of unsecured, uninsured and unguaranteed debt obligations or a claims paying ability rated not lower than the second highest rating category (without regard to subcategories) by Standard & Poor's and Moody's Investors Service.

Except as required below to satisfy the requirements of the Code, as hereinafter defined, interest earned on the investment of moneys held in the Debt Service Fund shall be retained in such Debt Service Fund and used to pay principal and interest on the Refunding Bonds when due.

To the extent required by the terms of the Tax Certificate executed by the District in connection with the issuance of the Refunding Bonds, the District hereby agrees to create a "Lawndale Elementary School District 2010 General Obligation Refunding Bond Rebate Fund" (the "Rebate Fund"). Investment earnings on moneys in the Debt Service Fund and certain other amounts shall from time to time be paid into the Rebate Fund as required to enable the District to comply with the requirements of Section 148(f) of the Code. Any money remaining in the Rebate Fund after the payment in full of the Refunding Bonds, either at maturity or earlier redemption, and the payment to the United States Treasury of any amounts required pursuant to Section 148(f) of the Code, and any regulations thereunder shall be transferred to the general fund of the District.

Section 13. Tax Covenants.

(a) ***Arbitrage Covenant.*** The District hereby covenants that it will restrict the use of the proceeds of the Refunding Bonds in such manner and to such extent, if any, as may be necessary, so that the Refunding Bonds will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986 (the "Code") and the applicable regulations prescribed under that section or any predecessor section.

(b) ***Qualified Tax-Exempt Obligations.*** For the purposes of qualifying the Refunding Bonds for treatment under Section 265(b)(3) of the Code describing an

exception for certain obligations from the disallowance, in the case of certain financial institutions, of a deduction for interest expense which is otherwise allocable to such obligations, in order that interest expense allocable to such Refunding Bonds not be disallowed as a deduction by such financial institutions under Section 265(b)(1) of the Code, the District designates the Refunding Bonds for purposes of such Section 265(b)(3) of the Code and represents (i) that such Refunding Bonds are not "private activity bonds" (within the meaning of Section 141 of the Code); (ii) that the interest on such Refunding Bonds is wholly excludable from gross income for federal income tax purposes; and (iii) that the aggregate principal amount of obligations, including such Refunding Bonds, the interest on which is wholly excludable (under Section 103(a) of the Code) from gross income for federal income tax purposes, excluding, however, "private activity bonds" (as above defined), other than "qualified 501(c) bonds" (within the meaning of Section 145 of the Code), which the District reasonably anticipates will be issued by the District and all subordinate entities during calendar year 2010 does not exceed \$30,000,000; and further covenants that not more than \$30,000,000 in aggregate principal amount of obligations the interest of which is wholly excludable (under Section 103(a) of the Code) from gross income for federal tax purposes, excluding, however, "private activity bonds" (as above defined), other than "qualified 501(c)(3) bonds" (within the meaning of Section 145 of the Code), including such Refunding Bonds, will be issued by the District and all subordinate entities during calendar year 2010. The District hereby designates the Refunding Bonds a "qualified tax-exempt obligation" under Section 265(b)(3) of the Code.

Section 14. Conditions Precedent; Findings. This Board determines that all acts and conditions necessary to be prepared by the Board or to have been met precedent to and in the issuing of the Refunding Bonds in order to make them legal, valid and binding general obligations of the District have been performed and have been met, or will at the time of delivery of the Refunding Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit of the District are pledged for the timely payment of the principal of and interest on the Refunding Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Refunding Bonds. Furthermore, the Board finds and determines pursuant to Section 53552 of the Act that the prudent management of the fiscal affairs of the District requires that it issue the Refunding Bonds without submitting the question of the issuance of the Refunding Bonds to a vote of the qualified electors of the District.

The Refunding Bonds are general obligations of the District payable from the levy of *ad valorem* taxes upon all property within the District subject to taxation by the District, without limitation as to rate or amount, for the payment of the Refunding Bonds and the interest thereon. The District hereby directs the County to levy on all the taxable property in the District, in addition to all other taxes, a continuing direct and *ad valorem* tax annually during the period the Refunding Bonds are Outstanding in an amount sufficient to pay the principal of and interest on the Refunding Bonds when due, which moneys when collected shall be placed in the Debt Service Fund as set forth in Section 12.

The principal of and interest on the Refunding Bonds do not constitute a debt of the County, the State of California, or any of its political subdivisions other than the District, or any

of the officers, agents or employees thereof, and neither the County, the State of California, any of its political subdivisions nor any of the officers, agents or employees thereof shall be liable thereon. In no event are the principal of and interest on the Refunding Bonds payable out of any funds or properties of the District other than *ad valorem* taxes levied upon all taxable property in the District.

Section 15. Preliminary Official Statement. The Board hereby approves and deems nearly final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, the Preliminary Official Statement describing the Bonds in the form on file with the Clerk of the Board. Each Authorized District Representative is hereby individually authorized, at the request of the Underwriter of the Bonds, to execute an appropriate certificate affirming the Board's determination that the Preliminary Official Statement has been deemed nearly final within the meaning of such Rule. Distribution of the Preliminary Official Statement is hereby approved. Each Authorized District Representative is hereby individually authorized and directed to approve any changes in or additions to a final form of said Official Statement, and the execution thereof by an Authorized District Representative shall be conclusive evidence of approval of any such changes and additions. The Board hereby authorizes the distribution of the final Official Statement by the Underwriter.

Section 16. Insurance. Each Authorized District Representative is hereby individually authorized to purchase a municipal bond insurance policy on behalf of the District to guarantee the payment of principal of and interest on the Refunding Bonds when due, if he or she determines that it is in the best interests of the District to do so. In the event the District purchases bond insurance for the Refunding Bonds, and to the extent that the Bond Insurer makes payment of the principal or interest on any of such Refunding Bonds, it shall become the owner of such Refunding Bonds with the right to payment of principal or interest on such Refunding Bonds, and shall be fully subrogated to all of the Owners' rights, including the Owners' rights to payment thereof. To evidence such subrogation (a) in the case of subrogation as to claims that were past due interest components, the Paying Agent shall note the Bond Insurer's rights as subrogee on the registration books for such Refunding Bonds maintained by the Paying Agent upon receipt of a copy of the cancelled check issued by the Bond Insurer for the payment of such interest to the Owners of such Refunding Bonds; and (b) in the case of subrogation as to claims for past due principal, the Paying Agent shall note the Bond Insurer as subrogee on the registration books for such Refunding Bonds maintained by the Paying Agent upon surrender of such Refunding Bonds by the Owners thereof to the Bond Insurer or the insurance trustee for the Bond Insurer.

Section 17. Defeasance. All or any portion of the outstanding maturities of the Refunding Bonds may be defeased prior to maturity in the following ways:

(a) Cash: by irrevocably depositing with an independent escrow agent selected by the District an amount of cash which together with amounts then on deposit in the Debt Service Fund is sufficient to pay all Refunding Bonds outstanding and designated for defeasance (including all principal and interest and premium, if any) at or before their maturity date; or

(b) United States Obligations: by irrevocably depositing with an independent escrow agent selected by the District noncallable United States Obligations together with cash, if required, in such amount as will, in the opinion of an independent certified public accountant, together with interest to accrue thereon and moneys then on deposit in the Debt Service Fund together with the interest to accrue thereon, be fully sufficient to pay and discharge all Refunding Bonds outstanding and designated for defeasance (including all principal and interest represented thereby and redemption premiums, if any) at or before their maturity date;

then, notwithstanding that any of such Refunding Bonds shall not have been surrendered for payment, all obligations of the District with respect to all such designated outstanding Refunding Bonds shall cease and terminate, except only the obligation of the District and the Paying Agent to pay or cause to be paid from funds deposited pursuant to paragraphs (a) or (b) of this Section, to the Owners of such designated Refunding Bonds not so surrendered and paid all sums due with respect thereto.

For purposes of this Section, United States Obligations shall mean direct and general obligations of the United States of America, or obligations that are unconditionally guaranteed as to principal and interest by the United States of America, including (in the case of direct and general obligations of the United States of America) evidences of direct ownership of proportionate interests in future interest or principal payments of such obligations. Investments in such proportionate interests must be limited to circumstances wherein (a) a bank or trust company acts as custodian and holds the underlying United States obligations; (b) the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor of the underlying United States obligations; and (c) the underlying United States obligations are held in a special account, segregated from the custodian's general assets, and are not available to satisfy any claim of the custodian, any person claiming through the custodian, or any person to whom the custodian may be obligated; provided that such obligations are rated or assessed "AAA" by Standard & Poor's, if such Refunding Bonds are then rated by Standard & Poor's, and "Aaa" by Moody's, if the Refunding Bonds are then rated by Moody's.

Section 18. Other Actions, Determinations and Approvals.

(a) Officers of the Board and District officials and personnel are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to proceed with the issuance of the Refunding Bonds and otherwise carry out, give effect to and comply with the terms and intent of this Resolution, including the preparation of other bond financing related documents as may be necessary or desirable. All such actions heretofore taken by such officers, officials and personnel are hereby ratified, confirmed and approved.

(b) The Board hereby finds and determines that the total net interest cost to maturity on the Refunding Bonds, plus the principal amount of the Refunding Bonds, will be less than the total net interest cost to maturity on the Refunded Bonds plus the principal amount of the Refunded Bonds.

(c) The Board hereby appoints Stone & Youngberg LLC as Underwriter, Keygent LLC as the financial advisor, and Kutak Rock LLP, as bond and disclosure counsel, with respect to the issuance of the Refunding Bonds.

(d) The provisions of this Resolution as they relate to the terms of the Refunding Bonds may be amended by the Purchase Contract

Section 19. Resolution to County Treasurer and Tax Collector. The Clerk of this Board is hereby directed to provide a certified copy of this Resolution to the Treasurer and Tax Collector of the County of Los Angeles immediately following its adoption.

Section 20. Continuing Disclosure. The Board does hereby covenant and agree, for the benefit of the holders and Beneficial Owners of the Refunding Bonds, that the District will comply with the provisions of the Rule relating to secondary market and continuing disclosure. Failure of the District to comply with such provisions shall not be considered an event of default with respect to the Refunding Bonds; however, any holder or Beneficial Owner of the Refunding Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this provision. For purposes of this Section, "Beneficial Owner" means any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Refunding Bonds (including persons holding Refunding Bonds through nominees, depositories or other intermediaries); or (b) is treated as the owner of any Refunding Bonds for federal income tax purposes.

The Board does hereby authorize each Authorized District Representative to individually execute and deliver by and on behalf of the District, for the benefit of the holders and Beneficial Owners of the Refunding Bonds and in order to assist the underwriters for the Refunding Bonds to comply with paragraph (b)(5) of the Rule, a Continuing Disclosure Certificate or Undertaking for the Refunding Bonds (as it may be amended from time to time in accordance with the terms thereof, the "Continuing Disclosure Certificate") in form and substance substantially similar to that contained as an appendix to the Preliminary Official Statement, with such changes as the Authorized District Representative executing it shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof.

The Board shall at all times do and perform all other acts and things necessary or desirable and within its power to assure compliance with the above-referenced provisions of the Rule.

Section 21. Repealor. All resolutions, or parts thereof, in conflict with this Resolution, are hereby repealed. After the Refunding Bonds have been issued, this Resolution shall be and remain irrevocable until the Refunding Bonds and the interest thereon shall be fully paid, satisfied and discharged in the manner herein provided, or sufficient provision shall have been made for such payment, satisfaction and discharge.

Section 22. Recitals. All recitals in this Resolution above are true and correct and this Board so finds, determines and represents.

Section 23. Effective Date. This resolution shall take effect immediately upon its passage.

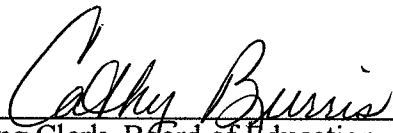
PASSED AND ADOPTED this 27th day of July, 2010, by the Board of Education of the Lawndale Elementary School District by the following vote:

AYES: 4

NOES: 0

ABSENT: 1

ABSTAIN: 0



Acting Clerk, Board of Education, Lawndale
Elementary School District

EXHIBIT A

[FORM OF REFUNDING BOND]

REGISTERED NO.

REGISTERED
\$

**LAWNDALE ELEMENTARY SCHOOL DISTRICT
(COUNTY OF LOS ANGELES, STATE OF CALIFORNIA)
2010 GENERAL OBLIGATION REFUNDING BOND**

Interest Rate	Maturity Date	Original Issue Date	CUSIP
%			

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ **DOLLARS**

The Lawndale Elementary School District (the "District") in the County of Los Angeles, California (the "County"), for value received, promises to pay to the Registered Owner named above, or registered assigns, the Principal Amount on the Maturity Date, each as stated above, and interest thereon until the Principal Amount is paid or provided for at the Interest Rate stated above, on August 1 and February 1 of each year (the "Bond Payment Dates"), commencing February 1, 2011. This bond is a bond of the District and will bear interest from the Bond Payment Date next preceding the date of authentication hereof unless it is authenticated as of a day during the period from the fifteenth day of the month next preceding any Bond Payment Date to the Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before January 15, 2011, in which event it shall bear interest from the Original Issue Date set forth above. Interest shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Principal and interest are payable in lawful money of the United States of America, without deduction for the paying agent services, to the person in whose name this bond (or, if applicable, one or more predecessor bonds) is registered (the "Registered Owner") on the Register maintained by the Paying Agent, initially the Treasurer and Tax Collector of the County of Los Angeles. Principal is payable upon presentation and surrender of this bond at the designated office of the Paying Agent or a designee thereof. Interest is payable by check or draft mailed by the Paying Agent on each Bond Payment Date to the Registered Owner of this bond (or one or more predecessor bonds) as shown and at the address appearing on the Register at the close of business on the fifteenth day of the calendar month next preceding that Bond Payment Date (the "Record Date"). The Owner of Refunding Bonds in the aggregate principal amount of \$1,000,000 or more may request in writing to the Paying Agent that the Owner be paid interest by wire transfer to the bank and account number on file with the Paying Agent as of the Record Date.

It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the bonds in order to make them legal, valid and binding general obligations of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the bonds; and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest when due.

This bond shall not be valid or obligatory for any purpose and shall not be entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication below has been signed.

This bond is one of an authorization of \$_____ of bonds issued by the Lawndale Elementary School District pursuant to Government Code Section 53550, et seq. (the "Act"), for the purpose of refunding all of the outstanding bonds of a \$10,000,000 of Lawndale Elementary School District (County of Los Angeles, California) General Obligation Bonds, 1998 Election, Series A, and \$13,000,000 of Lawndale Elementary School District (County of Los Angeles, California) General Obligation Bonds, 1998 Election, Series B, and to pay all necessary legal, financial and contingent costs in connection therewith. The bonds are being issued under authority of and pursuant to the Act, the laws of the State of California, and the resolution of the Board of Education of the District adopted on July 27, 2010 (the "Bond Resolution"). This bond and the issue of which this bond is one are payable as to both principal and interest from the proceeds of the levy of *ad valorem* taxes on all property subject to such taxes in the District, which taxes are unlimited as to rate or amount. The bonds of this issue are general obligations of the District.

This bond is exchangeable and transferable for bonds of like tenor and maturity and in authorized denominations at the designated office of the Paying Agent, by the Registered Owner or by a person legally empowered to do so, upon presentation and surrender hereof to the Paying Agent, together with a request for exchange or an assignment signed by the Registered Owner or by a person legally empowered to do so, in a form satisfactory to the Paying Agent, all subject to the terms, limitations and conditions provided in the Bond Resolution. All fees and costs of transfer shall be paid by the transferor. The District and the Paying Agent may deem and treat the Registered Owner as the absolute owner of this bond for the purpose of receiving payment of or on account of principal or interest and for all other purposes, and neither the District nor the Paying Agent shall be affected by any notice to the contrary.

Neither the District nor the Paying Agent will be required (a) to issue or transfer any bond during a period beginning with the opening of business on the fifteenth business day next preceding either any Bond Payment Date or any date of selection of bonds to be redeemed and ending with the close of business on the Bond Payment Date or day on which the applicable notice of redemption is given; or (b) to transfer any bond which has been selected or called for redemption in whole or in part.

The Refunding Bonds maturing on or after August 1, 20__ are subject to redemption on or after August 1, 20__ at the option of the District as a whole on any date or in part on any Bond Payment Date, at the following Redemption Prices (expressed as percentages of the principal amount of the bonds to be redeemed) plus interest accrued thereon to the dates fixed for redemption:

Redemption Dates Redemption Prices

The Refunding Bonds maturing on August 1, 20__ are subject to mandatory sinking fund redemption from moneys in the Debt Service Fund on August 1 of each year on and after August 1, 20__, at a redemption price equal to the principal amount thereof, together with accrued interest to the date fixed for redemption, without premium. The principal amounts represented by such Bonds to be so redeemed and the dates therefore and the final payment date is as indicated in the following table:

<u>Redemption Dates</u>	<u>Principal Amounts</u>
TOTAL	\$

If less than all of the Refunding Bonds of any one maturity shall be called for redemption, the particular bonds or portions of bonds of such maturity to be redeemed shall be selected by lot by the District in such manner as the District in its discretion may determine; provided, however, that the portion of any bond to be redeemed shall be in the principal amount of \$5,000 or some multiple thereof. If less than all of the Refunding Bonds stated to mature on different dates shall be called for redemption, the particular bonds or portions thereof to be redeemed shall be called in any order of maturity selected by the District or, if not so selected, in the inverse order of maturity.

Reference is made to the Bond Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the bonds of this series, the rights, duties and obligations of the District, the Paying Agent and the Registered Owners, and the terms and conditions upon which the bonds are issued and secured. The Registered Owner of this bond assets, by acceptance hereof, to all of the provisions of the Bond Resolution.

IN WITNESS WHEREOF, the Lawndale Elementary School District, County of Los Angeles, California, has executed this bond by the manual or facsimile signature of the President of the Board of Education of the District and to be countersigned by manual or facsimile signature of the Clerk of the Board of Education of the District all as of the date stated above.

LAWNDALE ELEMENTARY SCHOOL
DISTRICT

By _____
President, Board of Education

COUNTERSIGNED:

Clerk, Board of Education

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the Bond Resolution referred to herein which has been authenticated and registered on _____.

TREASURER AND TAX COLLECTOR OF
THE COUNTY OF LOS ANGELES, as
Paying Agent

Authorized Signatory

ASSIGNMENT

FOR VALUE RECEIVED, _____ the undersigned sells, assigns and transfers unto _____ (Social Security or Federal Employer Identification Number of Assignee _____), _____ (Name and Address of Assignee) this bond and irrevocably constitutes and appoints _____ attorney to transfer this bond on the books for registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or any change whatever, and the signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

Social Security Number, Taxpayer Identification Number or other identifying number of Assignee: _____

Signature guaranteed: _____

Commercial bank, trust company or member of a national securities exchange.

Unless this certificate is presented by an authorized representative of The Depository Trust Company ("DTC") to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of DTC and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

[FORM OF CLERK'S CERTIFICATE]

I, Cathy Burris, acting Clerk of the Board of Education of the Lawndale Elementary School District, County of Los Angeles, California, hereby certify as follows:

The attached is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Education of said District duly and regularly held at the regular meeting place thereof on July 27, 2010, and entered in the minutes thereof, of which meeting all of the members of said Board had due notice and at which a quorum thereof was present; and at said meeting said resolution was adopted by the following vote:

AYES: 4

NOES: 0

ABSTAIN: 0

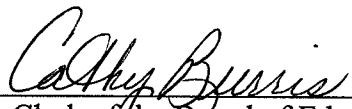
ABSENT: 1

An agenda of said meeting was posted at least 72 hours before said meeting at 4161 West 147th Street, Lawndale, California, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda. A copy of said agenda is attached hereto.

I have carefully compared the same with the original minutes of said meeting on file and of record in my office. Said resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Pursuant to Section 19 of said resolution, I have caused a certified copy thereof to be filed with the Treasurer and Tax Collector of the County.

WITNESS my hand this 2nd day of August, 2010.



Acting Clerk of the Board of Education,
Lawndale Elementary School District